

ATTACHMENT 1

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W.R. GRACE & CO., et al. ¹)	Case No. 01-01139 (JFK)
)	Jointly Administered
Debtors.)	
)	Objection Date:

FORTY-SECOND MONTHLY APPLICATION OF
BEVERIDGE & DIAMOND, P.C.
FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES
AS COUNSEL TO THE DEBTORS FOR THE
PERIOD FROM APRIL 1, 2009 THROUGH APRIL 30, 2009

Name of Applicant:	Beveridge & Diamond, P.C.
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	May 12, 2005
Period for which Compensation and Reimbursement is Sought:	April 1, 2009 through April 30, 2009
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$80,837.00
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$1,411.58

This is a: XX monthly interim final application.

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

PRIOR APPLICATIONS FILED:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
12/05	10/1/05 – 10/31/05	\$13,486.25	\$ 337.02	\$13,486.25	\$ 337.02
2/06	11/1/05 – 11/30/05	\$46,587.50 ²	\$ 57.62	\$46,587.50 ³	\$ 57.62
2/06	12/1/05 – 12/31/05	\$ 5,726.25 ⁴	\$1,308.41	\$ 5,726.25 ⁵	\$1,308.41
3/06	1/1/06 – 1/31/06	\$11,187.50	\$ 173.56	\$11,187.50	\$ 173.56
4/06	2/1/06 – 2/28/06	\$16,106.25	\$ 156.33	\$16,106.25	\$ 156.33
5/06	3/1/06 – 3/31/06	\$11,377.50	\$ 70.33	\$11,377.50	\$ 70.33
6/06	4/1/06 -- 4/30/06	\$13,693.75	\$ 356.81	\$13,693.75	\$ 356.81
8/06	5/1/06 -- 5/31/06	\$28,261.25	\$ 227.37	\$28,261.25	\$ 227.37
9/13/06	6/1/06 -- 6/30/06	\$10,103.75	\$ 285.26	\$10,103.75	\$ 285.26
9/13/06	7/1/06 -- 7/31/06	\$ 4,307.50	\$ 14.21	\$ 4,307.50	\$ 14.21
9/25/06	8/1/06 -- 8/31/06	\$4,812.50	\$ 131.31	\$4,812.50	\$ 131.31
10/30/06	9/1/06 -- 9/30/06	\$16,988.75	\$ 287.83	\$16,988.75	\$ 287.83
12/1/06	10/1/06 -- 10/31/06	\$19,348.25	\$ 210.02	\$19,348.25	\$ 210.02
1/11/07	11/1/06 - 11/30/06	\$34,281.25	\$ 425.47	\$34,281.25	\$ 425.47
3/7/07	12/1/06 - 12/31/06	\$43,924.00	\$ 338.42	\$43,924.00	\$ 338.42
3/7/07	1/1/07 - 1/31/07	\$51,760.00	\$ 211.32	\$51,760.00	\$ 211.32
6/4/07	2/1/07 - 2/28/07	\$36,245.00	\$ 94.79	\$36,245.00	\$ 94.79
6/4/07	3/1/07 - 3/31/07	\$33,840.00	\$ 480.06	\$33,840.00	\$ 480.06
6/18/07	4/1/07-4/30/07	\$35,377.50	\$ 514.32	\$35,377.50	\$ 514.32
6/18/07	5/1/07 - 5/31/07	\$17,681.25	\$ 389.29	\$17,681.25	\$ 389.29
8/23/07	6/1/07 - 6/30/07	\$22,225.00	\$ 133.35	\$22,225.00	\$ 133.35
10/11/07	7/1/07-7/31/07	\$31,450.00	\$ 248.66	\$31,100.00	\$ 248.66
10/11/07	8/1/07 - 8/31/07	\$30,497.50	\$ 567.93	\$29,875.50	\$ 567.93
10/19/07	9/1/07 - 9/30/07	\$18,575.00	\$ 311.53	\$18,575.00	\$ 311.53
1/2/08	10/1/07 – 10/31/07	\$7,217.50	\$ 791.76	\$7,217.50	\$ 791.76
1/2/08	11/1/07-11/30/07	\$5,200.00	\$ 111.41	\$5,200.00	\$ 111.41
4/29/08	12/1/07-12/31/07	\$8,670.00	\$ 142.43	\$8,670.00	\$ 142.43
4/29/08	1/1/08 – 2/28/08	\$19,480.00	\$ 74.16	\$19,480.00	\$ 74.16
5/5/08	3/1/08-3/31/08	\$6,320.00	\$ 81.38	\$6,320.00	\$ 81.38
6/23/08	4/1/08-4/30/08	\$5,358.00	\$ 54.14	\$5,358.00	\$ 54.14
7/21/08	5/1/08-5/31/08	\$32,068.00	\$ 19.86	\$32,068.00	\$ 19.86
9/3/08	6/1/08 – 6/30/08	\$39,793.00	\$ 1,384.81	\$39,793.00	\$ 1,384.81

² The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

³ The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

⁴ The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

⁵ The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
9/15/08	7/1/08-7/31/08	\$89,644	\$273.65	\$89,644	\$273.65
11/14/08	8/1/08-8/31/08	\$50,539.50	\$224.70	\$50,539.50	\$224.70
11/14/08	9/1/08 - 9/30/08	3,905.50	\$986.54	3,905.50	\$986.54
2/6/09	10/1/08 - 10/31/08	1,360.00	\$365.78	Pending	Pending
2/6/09	11/1/08 - 11/30/08	\$920.00	\$524.75	Pending	Pending
3/24/09	12/1/08 - 12/31/08	\$2,702.50	\$11.37	Pending	Pending
3/30/09	1/1/09 - 1/31/09	\$25,585.00	\$1.40	Pending	Pending
4/21/09	2/1/09 - 2/28/09	\$39,237.00	\$516.80	Pending	Pending
4/30/09	3/1/09 - 3/31/09	\$ 8,128.00	\$ 46.35	Pending	Pending

B&D PROFESSIONALS⁶

Name of Professional Individual	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Cynthia Lewis	Principal; Joined Firm 1978; Member of DC Bar since 1978	\$550.00	3.00	\$1,650.00
Madeleine B. Kadas	Principal; Joined Firm 2001; Member of TX Bar since 1994	\$445.00	3.70	\$1,646.50
Pamela D. Marks	Principal; Joined Firm 1997; Member of MD Bar since 1986	\$420.00	43.30	\$18,186.00
Marc Goldstein	Principal; Joined firm 2005; Member of MA Bar since 1997	\$395.00	3.10	\$1,224.50
Jeanine Grachuk	Of Counsel; Joined Firm 2004; Member of MA Bar since 1996	\$365.00	95.00	\$34,675.00
Krista L. Hawley	Associate; Joined Firm 2006; Member of MA Bar since 2005	\$290.00	62.40	\$18,096.00
Graham St. Michel	Associate; Joined Firm 2008; Member of CA Bar since 2008	\$230.00	11.60	\$2,668.00
Russell N. Fraker	Associate; Joined Firm 2009; Member of TN Bar since 2008	\$230.00	11.70	\$2,691.00

Total Fees: \$80,837.00
 Total Hours: 233.80
 Blended Rate: \$346.00

⁶ These amounts are the sum total from all of the invoices attached hereto.

TASK CODE SUMMARY

Project Category	Total Hours	Total Fees Requested
Litigation and Litigation Consulting	233.80	\$80,837.00

EXPENSE SUMMARY⁷

Expense Category	Service Provider (if applicable) ⁸	Total Expense
Duplicating		\$376.54
Commercial Duplicating		920.96
Postage		4.86
LexisNexis Court Link		11.37
Long Distance Telephone		6.10
Express Delivery	UPS	91.75

WHEREFORE, Beveridge & Diamond, P.C. respectfully requests that, for the period April 1, 2009 through April 30, 2009, an interim allowance be made to Beveridge & Diamond, P.C. for compensation in the amount of \$80,837.00 and actual and necessary expenses in the amount of \$1,411.58 for a total allowance of \$82,248.58 and payment of \$64,669.60 (80% of the allowed fees) and reimbursement of \$1,411.58 (100% of the allowed expenses) be authorized for a total payment of \$66,081.18, and for such other and further relief as this Court may deem just and proper.

Dated: June 15, 2009

BEVERIDGE & DIAMOND, P.C.



Pamela D. Marks
 201 N. Charles Street, Suite 2210
 Baltimore, MD 21201
 Telephone: 410-230-1315
 Facsimile: 410-230-1389
 Counsel for Debtors and Debtors in Possession

⁷ These amounts are the sum total of the disbursements as shown on all of the invoices attached hereto.

⁸ B&D may use one or more service providers. The service providers identified herein below are the primary service providers for the categories described.

VERIFICATION

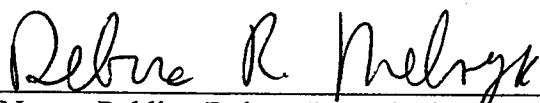
Pamela D. Marks, after being duly sworn according to law, deposes and says:

- a) I am an attorney with the applicant law firm Beveridge & Diamond, P.C..
- b) I am familiar with the legal services rendered by Beveridge & Diamond, P.C. as counsel to the Debtor and am thoroughly familiar with the other work performed on behalf of the Debtor by the lawyers and paraprofessionals of Beveridge & Diamond, P.C.
- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware, and submit that the Application substantially complies with such rules.



Pamela D. Marks

SWORN AND SUBSCRIBED
before me this 15th day of June, 2009.



Notary Public: Debora R. Melnyk
My Commission Expires: May 27, 2013

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W.R. GRACE & CO., et al. ¹)	Case No. 01-01139 (JFK)
)	Jointly Administered
Debtors.)	
)	Objection Date:

FEE DETAIL FOR BEVERIDGE & DIAMOND, P.C.'S
MONTHLY FEE APPLICATION FOR THE PERIOD
APRIL 1, 2009 THROUGH APRIL 30, 2009

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

EXHIBIT A

(FUSRAP)

LAW OFFICES
BEVERIDGE & DIAMOND, P.C.
SUITE 2210
201 NORTH CHARLES STREET
BALTIMORE, MD 21201-4150
(410) 230-3850

W. R. Grace & Co. - Conn
Attn: Lydia B. Duff, Esq.
7500 Grace Drive
Columbia, MD 21044

May 27, 2009
Client/Matter # 01246-011548
Invoice # 129306
Federal ID# 52-1247549

For Legal Services Rendered Through 04/30/09 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.
SUITE 700
1350 I STREET, N.W.
WASHINGTON, D.C. 20005-3311

Curtis Bay FUSRAP Bankruptcy Claim Resolution

Disbursements:

Long Distance Telephone	1.20
Information Service - VENDOR: LEXISNEXIS COURT	11.37
LINK-Invoice #EA363554 dated 4/1/09 for	
Courtlink product usage	

Total Disbursements : \$12.57

TOTAL DUE : \$12.57

EXHIBIT B

(General Regulatory/Compliance Issues)

LAW OFFICES
BEVERIDGE & DIAMOND, P.C.
SUITE 2210
201 NORTH CHARLES STREET
BALTIMORE, MD 21201-4150
(410) 230-3850

W. R. Grace & Co. - Conn
Attn: Lydia B. Duff, Esq.
7500 Grace Drive
Columbia, MD 21044

May 27, 2009
Client/Matter # 01246-012100
Invoice # 129307
Federal ID# 52-1247549

For Legal Services Rendered Through 04/30/09 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.
SUITE 700
1350 I STREET, N.W.
WASHINGTON, D.C. 20005-3311

General Regulatory/Compliance Issues

04/01/09	C. Lewis	0.50	Correspondence with L. Duff re inert ingredient issue and background materials re same; begin review of background materials.
04/01/09	G. St. Michel	5.00	Review inert ingredient regulatory requirements; review information provided by client re the inert for which approval is sought; organize notes for discussion with C. Lewis.
04/02/09	C. Lewis	0.50	Meeting with G. St. Michel re review of materials for inert ingredient submission, EPA strategy for same, and follow-up questions for EPA and client.
04/02/09	G. St. Michel	4.50	Review inert ingredient regulatory requirements; review information provided by client re the inert for which approval is sought; conference with C. Lewis; telephone call with K. Grinstead of EPA's Inert Ingredient Assessment Branch.
04/05/09	C. Lewis	0.50	Review materials from client and EPA re pesticide inert ingredient approval.

BEVERIDGE & DIAMOND, P.C.

INVOICE # 129307

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Disbursements:

Long Distance Telephone

4.90

Total Disbursements :

\$4.90

Time Summary:

	Hours Worked	Billed Per Hour	Bill Amount
C. Lewis	3.00	\$550.00	\$1,650.00
G. St. Michel	11.60	\$230.00	\$2,668.00

Total Fees :

\$4,318.00

Total Disbursements :

\$4.90

TOTAL DUE :

\$4,322.90

EXHIBIT C

(Russell Field)

LAW OFFICES
BEVERIDGE & DIAMOND, P.C.
SUITE 2210
201 NORTH CHARLES STREET
BALTIMORE, MD 21201-4150
(410) 230-3850

W. R. Grace & Co.
Attn: Lydia Duff, Esq.
Division Counsel
7500 Grace Drive
Columbia, MD 21044

May 27, 2009
Client/Matter # 01246-014015
Invoice # 129310
Federal ID# 52-1247549

For Legal Services Rendered Through 04/30/09 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.
SUITE 700
1350 I STREET, N.W.
WASHINGTON, D.C. 20005-3311

Russell Field

04/01/09	J. Grachuk	2.50	Analyze Cambridge and Grace environmental reports to develop analysis of all potentially responsible parties' liability for site.
04/02/09	P. Marks	0.50	Telephone conference with J. Grachuk re progress in evaluating case and issues for discussion with client.
04/03/09	P. Marks	1.50	Telephone conference with L. Duff, J. Grachuk, and J. Taylor re coordination; post-telephone conference coordination with J. Grachuk.
04/03/09	J. Grachuk	1.40	Telephone conference with J. Taylor, L. Duff and P. Marks regarding MBTA position and analysis of case.
04/03/09	J. Grachuk	0.30	Follow up telephone conference with L. Duff regarding discussion with J. Taylor.
04/03/09	J. Grachuk	4.40	Review documents to analyze City claims and City environmental reports to develop analysis of all potentially responsible parties' liability for site.

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04/04/09	J. Grachuk	4.50	Review documents to analyze City claims and City environmental reports to develop analysis of all potentially responsible parties' liability for site.
04/06/09	J. Grachuk	0.50	Telephone conference with J. Taylor regarding calling City; follow up with L. Duff regarding same.
04/06/09	J. Grachuk	0.40	Telephone conference with W. Lahey and H. Dhatel for City, J. Taylor for MBTA, and L. Duff regarding new counsel and timing.
04/06/09	K. Hawley	0.90	Legal research regarding availability of prejudgment interest in 21E context.
04/06/09	K. Hawley	1.10	Legal research regarding potentially relevant statutes of repose and limitations issues.
04/07/09	K. Hawley	1.30	Legal research regarding asbestos-specific statute of limitations and other potentially relevant limitations periods.
04/07/09	K. Hawley	3.50	Legal research regarding applicable statutes of limitations and potential applicability of statute of repose to Cambridge claims.
04/07/09	K. Hawley	0.40	Legal research regarding coverable costs under 21E and potential limits on response costs.
04/08/09	M. Goldstein	0.70	Attention to issues regarding applicability of Cambridge asbestos ordinance.
04/08/09	J. Grachuk	1.60	Conference with W. Stimpson regarding theories of contaminant transport and MBTA work at Russell Field.
04/08/09	J. Grachuk	1.20	Research recoverability of costs under Cambridge Asbestos Ordinance.
04/08/09	J. Grachuk	0.90	Conference with M. Goldstein and K. Hawley regarding analysis of recoverability of costs under Cambridge Asbestos Ordinance.
04/08/09	J. Grachuk	3.40	Work on analysis of City claims, and potential defenses.
04/08/09	K. Hawley	4.30	Legal research regarding cover ability of costs for asbestos removal consistent with Cambridge ordinance and limits of response cost recovery under 21E.

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04/08/09	K. Hawley	1.50	Meeting with J. Grachuk and W. Stimpson regarding Russell Field.
04/08/09	K. Hawley	0.60	Meeting with J. Grachuk and M. Goldstein regarding recoverability of costs under Cambridge Asbestos Ordinance.
04/09/09	J. Grachuk	4.50	Conference with L. Duff including discussion of legal analysis, open questions and additional documentation.
04/09/09	J. Grachuk	0.50	Conference with K. Hawley regarding legal research on statutes of limitations and prejudgment interest.
04/09/09	K. Hawley	2.20	Legal research regarding limits on cost recovery under 21E and review 1:28 decisions under 21E for discussion of excessive costs.
04/09/09	K. Hawley	1.20	Legal research and draft memorandum regarding applicable statutes of limitations and statute of repose issues on Russell site.
04/09/09	K. Hawley	0.50	Attention to e-mail and memorandum from J. Taylor regarding applicability of statute of repose to Cambridge claims.
04/09/09	K. Hawley	0.50	Legal research regarding prejudgment interest awards under 21E.
04/09/09	K. Hawley	0.20	Meeting with J. Grachuk regarding J. Taylor memorandum.
04/09/09	K. Hawley	0.40	Attention to key documents binder.
04/10/09	K. Hawley	1.10	Compile key documents and review documents from L. Duff.
04/13/09	P. Marks	1.00	Telephone conference with J. Grachuk re status update on research and factual development; plan for client telephone conference.
04/13/09	M. Goldstein	0.50	Attention to statute of limitations issues.
04/13/09	J. Grachuk	1.50	Review additional documents provided by L. Duff and incorporate into chronology.
04/13/09	J. Grachuk	3.90	Analyze research by K. Hawley on prejudgment interest and statute of limitations arguments; analyze memo from J. Taylor regarding statute of repose and letter from W. Lahey regarding City's response to statute of repose and other arguments.

BEVERIDGE & DIAMOND, P.C.

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04/13/09	K. Hawley	0.20	Attention to key documents binders.
04/13/09	K. Hawley	1.20	Legal research regarding nature of parties and claims impacted by statute of repose and status of Grace under same.
04/13/09	K. Hawley	0.30	Attention to statute of repose argument by MBTA.
04/13/09	K. Hawley	1.70	Legal research regarding impact of status of proof of claim filing in Third Circuit on claims under Massachusetts law.
04/14/09	P. Marks	3.30	Telephone conferences with L. Duff, M. Johns, and J. Grachuk re research, legal and factual development, and strategy; follow-up review of selected documents.
04/14/09	M. Goldstein	0.40	Review memorandum regarding prejudgment interest.
04/14/09	J. Grachuk	1.50	Analyze potential strategy for discussions with City; telephone conference with P. Marks regarding drafting settlement proposal.
04/14/09	J. Grachuk	2.50	Participate in strategy discussions with L. Duff, M. Johns and P. Marks.
04/14/09	J. Grachuk	0.50	Conference with K. Hawley regarding drafting statute of limitations position for City's claims.
04/14/09	K. Hawley	1.20	Legal research regarding trigger for calculation of prejudgment interest in Third Circuit bankruptcy cases.
04/14/09	K. Hawley	2.30	Draft memorandum regarding statute of repose arguments and prejudgment interest calculation.
04/14/09	K. Hawley	0.50	Meeting with J. Grachuk regarding recoverable costs by City.
04/14/09	K. Hawley	1.40	Legal research regarding impact of discovery rule on City tort and 21E claims.
04/14/09	K. Hawley	1.10	Draft analysis of City's claims and impact of statutes of limitations.
04/14/09	K. Hawley	0.40	Review City filings in bankruptcy case for statute of limitations analysis.

BEVERIDGE & DIAMOND, P.C.

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04/15/09	P. Marks	3.50	Prepare for and conduct negotiation telephone conferences with opposing counsel; related conference with L. Duff and team re same and strategy.
04/15/09	J. Grachuk	0.80	Prepare for call with MBTA and possibly representatives of Perini, Joint Venture and Modern Continental.
04/15/09	J. Grachuk	1.10	Telephone conference with L. Lustig, J. Taylor, L. Duff, M. Johns and P. Marks.
04/15/09	J. Grachuk	0.50	Conference with K. Hawley regarding research on statute of limitations for various City Claims.
04/15/09	J. Grachuk	0.60	Telephone conference with representatives of City and MBTA regarding timing for settlement proposal and potential involvement of other parties.
04/15/09	J. Grachuk	0.50	Telephone conference with L. Duff, M. Johns and P. Marks regarding preparation of settlement proposal and next steps.
04/15/09	K. Hawley	1.50	Legal research regarding claims by City and potential statute of limitations arguments.
04/15/09	K. Hawley	1.10	Review City demand, Bankruptcy Court pleadings and supporting documents.
04/15/09	K. Hawley	0.50	Attention to availability of prejudgment interest under tort statute and review City interest calculations from 2008 demand.
04/15/09	K. Hawley	1.30	Draft analysis of City tort and property damages claims and statute of limitations bar.
04/15/09	K. Hawley	0.10	Confirm bar date in Modern Continental bankruptcy.
04/16/09	P. Marks	2.80	Prepare for and conduct telephone conference with L. Duff, J. Grachuk, and counsel for "T" and Perini; pre- and post-evaluation and emails re same and Perini bankruptcy.
04/16/09	J. Grachuk	0.60	Review memo by K. Hawley on statute of repose and prejudgment interest research.
04/16/09	J. Grachuk	5.90	Draft settlement proposal.

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04/16/09	J. Grachuk	0.80	Participate in telephone conference with J. Taylor, L. Duff and P. Marks regarding bringing in additional parties.
04/16/09	J. Grachuk	0.90	Communications with L. Duff and P. Marks regarding next steps.
04/16/09	K. Hawley	0.20	Meeting with J. Grachuk regarding research memorandums regarding prejudgment interest and statute of repose.
04/16/09	K. Hawley	0.20	Research regarding status of Modern Continental bankruptcy case and draft e-mail regarding same.
04/16/09	K. Hawley	0.50	Meeting with J. Grachuk regarding MBTA liability under Indemnity Agreement and impact of statute of repose argument.
04/16/09	K. Hawley	0.50	Meeting with J. Grachuk regarding impact of Indemnity Agreement on claims versus Grace and MBTA.
04/17/09	P. Marks	0.50	Review and evaluate documents and correspondence.
04/17/09	K. Hawley	0.60	Legal research regarding initial burden of proof for Chapter 21E claim.
04/17/09	K. Hawley	0.80	Legal research regarding triggering events for tort statute of limitations.
04/17/09	K. Hawley	0.70	Review key documents from 1980s for statute of limitations argument.
04/17/09	K. Hawley	0.30	Review LSP amicus brief in Thermo Elemental case.
04/20/09	J. Grachuk	8.10	Draft settlement proposal.
04/20/09	K. Hawley	0.80	Attention to draft settlement proposal.
04/20/09	K. Hawley	0.30	Review St. Paul case for settlement proposal.
04/20/09	K. Hawley	1.70	Legal research regarding availability of and bars to joint and several liability.
04/20/09	K. Hawley	0.50	Legal research regarding City's burden in establishing status liability under Section 5(a).

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04/21/09	M. Goldstein	0.30	Meeting with J. Grachuk regarding Cambridge issues.
04/21/09	J. Grachuk	5.80	Draft settlement proposal.
04/21/09	K. Hawley	0.90	Attention to settlement proposal.
04/21/09	K. Hawley	1.50	Legal research to determine acreage of Russell Field site as defined by City and acreage of individual parcels comprising site and draft summary of same.
04/21/09	K. Hawley	2.00	Legal research regarding City's burden of proof for Section 5(a)(3) claim.
04/21/09	K. Hawley	0.50	Review Mirra case regarding Section 5(a)(3) burden.
04/21/09	K. Hawley	1.60	Draft argument for settlement proposal regarding excess costs and other costs not recoverable under 21E.
04/22/09	P. Marks	1.70	Review draft argument and settlement evaluation; participate in telephone conference with client and J. Grachuk re same.
04/22/09	J. Grachuk	0.90	Review additional documents on disposed process waste solidification.
04/22/09	J. Grachuk	1.10	Additional research to support settlement proposal including conference with K. Hawley.
04/22/09	J. Grachuk	1.50	Analyze data on locations requiring remediation including boring logs.
04/22/09	J. Grachuk	0.50	Telephone conference with L. Duff, M. Johns and P. Marks regarding settlement proposal.
04/22/09	J. Grachuk	0.50	Telephone conference with M. Johns regarding analysis of invoices provided by the City.
04/22/09	J. Grachuk	4.10	Revise settlement proposal in light of comments from P. Marks and discussion with L. Duff and others.
04/22/09	K. Hawley	0.60	Legal research regarding burden of proof.
04/22/09	K. Hawley	0.90	Attention to issues regarding availability of joint and several recovery and Beaudette case.
04/22/09	K. Hawley	0.40	Legal research regarding arranger liability under Chapter 21E.

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04/23/09	P. Marks	0.40	Telephone conference with J. Grachuk re strategy and draft memorandum; evaluate same.
04/23/09	M. Goldstein	0.60	Review memorandum.
04/23/09	M. Goldstein	0.60	Meeting with K. Hawley and J. Grachuk regarding revisions to memorandum.
04/23/09	J. Grachuk	3.50	Revise settlement proposal including discussion with K. Hawley and M. Goldstein.
04/23/09	J. Grachuk	0.90	Analyze caselaw on joint and several liability including discussion with K. Hawley and M. Goldstein.
04/23/09	J. Grachuk	1.40	Research arranger liability.
04/23/09	K. Hawley	0.60	Meeting with M. Goldstein and J. Grachuk regarding draft settlement proposal.
04/23/09	K. Hawley	1.20	Revise draft settlement proposal.
04/23/09	K. Hawley	0.10	Attention to arranger liability issues.
04/23/09	K. Hawley	1.40	Legal research regarding arranger liability.
04/23/09	K. Hawley	0.60	Meeting with J. Grachuk regarding settlement proposal.
04/23/09	K. Hawley	1.60	Draft settlement proposal.
04/23/09	K. Hawley	2.00	Legal research regarding arranger liability and burden of proof for draft settlement proposal.
04/24/09	P. Marks	3.60	Prepare legal analysis document.
04/24/09	K. Hawley	1.40	Legal research regarding availability of costs and attorney's fees under Section 15.
04/25/09	P. Marks	3.90	Prepare legal analysis document and sent revisions to J. Grachuk with questions and comments.
04/26/09	P. Marks	2.70	Review and prepare revisions to legal analysis document and settlement proposal; send same to L. Duff and M. Johns.
04/26/09	J. Grachuk	3.30	Revise settlement proposal in light of comments from P. Marks.
04/27/09	P. Marks	0.60	Telephone conferences with J. Grachuk and L. Duff re preparation of paper.

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04/27/09	J. Grachuk	1.20	Analyze revisions to settlement proposal by P. Marks.
04/27/09	J. Grachuk	1.50	Participate in telephone conference with L. Duff and M. Johns regarding draft settlement proposal.
04/28/09	P. Marks	7.70	Several in-depth team telephone conferences to evaluate positions re recoverable costs; prepare arguments and work on detailed revision of position paper.
04/28/09	J. Grachuk	4.20	Telephone conferences with L. Duff, M. Johns, W. Stimpson and P. Marks regarding settlement proposal regarding various arguments, additional support, and revisions to documents.
04/28/09	J. Grachuk	0.20	Telephone conference with L. Duff and P. Marks regarding communications with J. Taylor.
04/28/09	J. Grachuk	3.50	Substantially revise settlement proposal in light of comments from L. Duff.
04/28/09	K. Hawley	1.20	Review Dedham Water cases and history regarding recovery of assessment costs.
04/28/09	K. Hawley	0.30	Attention to draft settlement proposal revisions.
04/28/09	K. Hawley	1.00	Cite check and Shepardize draft settlement proposal.
04/29/09	P. Marks	3.00	Prepare position paper; telephone conferences with J. Grachuk re same; telephone conferences with L. Duff re same; prepare revisions and responses to L. Duff's comments.
04/29/09	J. Grachuk	3.20	Revise draft settlement proposal.
04/30/09	P. Marks	0.70	Review revised draft position paper; brief telephone conference with L. Duff and J. Grachuk re same.
04/30/09	J. Grachuk	1.90	Work on settlement proposal including telephone conference with L. Duff; send to J. Taylor.
04/30/09	K. Hawley	1.00	Draft summaries of key cases in settlement proposal.

Total Hours :

197.90

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Total Fees : \$69,703.50

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PAGE 11Disbursements:

Duplicating	359.34
Commercial Duplicating	920.96
Express Delivery	91.75

Total Disbursements :	\$1,372.05
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Time Summary:

	Hours Worked	Billed Per Hour	Bill Amount
P. Marks	37.40	\$420.00	\$15,708.00
M. Goldstein	3.10	\$395.00	\$1,224.50
J. Grachuk	95.00	\$365.00	\$34,675.00
K. Hawley	62.40	\$290.00	\$18,096.00

Total Fees :	\$69,703.50
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Total Disbursements :	\$1,372.05
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TOTAL DUE :	\$71,075.55
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EXHIBIT D

(Bankruptcy Fee Application)

**LAW OFFICES
BEVERIDGE & DIAMOND, P.C.
SUITE 2210
201 NORTH CHARLES STREET
BALTIMORE, MD 21201-4150
(410) 230-3850**

W. R. Grace & Co. - Conn
Attn: Lydia B. Duff, Esq.
7500 Grace Drive
Columbia, MD 21044

May 27, 2009
Client/Matter # 01246-012629
Invoice # 129308
Federal ID# 52-1247549

For Legal Services Rendered Through 04/30/09 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.
SUITE 700
1350 I STREET, N.W.
WASHINGTON, D.C. 20005-3311

Bankruptcy Fee Application

Disbursements:

Postage	4.86
Duplicating	17.20

Total Disbursements : \$22.06

TOTAL DUE : \$22.06

EXHIBIT E

(Brazil General)

LAW OFFICES
BEVERIDGE & DIAMOND, P.C.
SUITE 2210
201 NORTH CHARLES STREET
BALTIMORE, MD 21201-4150
(410) 230-3850

W. R. Grace & Co.
Attn: Lydia Duff, Esq.
Division Counsel
7500 Grace Drive
Columbia, MD 21044

May 27, 2009
Client/Matter # 01246-014028
Invoice # 129311
Federal ID# 52-1247549

For Legal Services Rendered Through 04/30/09 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.
SUITE 700
1350 I STREET, N.W.
WASHINGTON, D.C. 20005-3311

Brazil General

03/30/09	M. Kadas	0.20	Teleconference with R. Fraker and L. Duff re general assessment of issues with Sorocaba remediation.
03/30/09	R. Fraker	0.20	Teleconference with M. Kadas and L. Duff re general assessment of issues with Sorocaba remediation.
03/31/09	R. Fraker	5.50	Research questions re Sao Paulo Site Remediation Manual.
04/01/09	M. Kadas	1.80	Prepare for and attend telephone conference with L. Duff and Team re remediation issues; respond to email of L. Duff re various issues.
04/01/09	R. Fraker	0.70	Edit notes on research regarding sampling requirements and resolution of CETESB enforcement action; follow-up to request by M. Kadas.

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VOICE # 129311

May 27, 2009

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04/01/09	R. Fraker	1.80	Research questions asked by L. Duff re how does the Sao Paulo Site Remediation Manual determine the required scope of sampling in a "confirmatory investigation"?
04/01/09	R. Fraker	0.20	Teleconference with M. Kadas re teleconference with Grace.
04/01/09	R. Fraker	1.00	Research and prepare notes on research for teleconference regarding sampling requirements and resolution of CETESB enforcement action.
04/01/09	R. Fraker	1.30	Teleconference with M. Kadas, L. Duff, K. Ethier, L. Pereira, J. Rabinovici, L. Souza and A. Vaz re required scope of sampling in "confirmatory investigating".
04/02/09	M. Kadas	1.70	Review and revise correspondence to L. Duff re remediation questions; review draft correspondence from ENSR.
04/02/09	R. Fraker	0.50	Edit notes on research re sampling requirements and resolution of CETESB enforcement action; follow-up to request by M. Kadas.
04/02/09	R. Fraker	0.50	Review email sent for comment by L. Duff re resolution of question about ENSR letter.

Total Hours : 15.40

Total Fees : \$4,337.50

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Time Summary:

	Hours Worked	Billed Per Hour	Bill Amount
M. Kadas	3.70	\$445.00	\$1,646.50
R. Fraker	11.70	\$230.00	\$2,691.00
Total Fees :			\$4,337.50
TOTAL DUE :			\$4,337.50

EXHIBIT F

(Curtis Bay RCRA 2)

LAW OFFICES
BEVERIDGE & DIAMOND, P.C.
SUITE 2210
201 NORTH CHARLES STREET
BALTIMORE, MD 21201-4150
(410) 230-3850

W. R. Grace & Co. - Conn
Attn: Lydia B. Duff, Esq.
7500 Grace Drive
Columbia, MD 21044

May 27, 2009
Client/Matter # 01246-013923
Invoice # 129309
Federal ID# 52-1247549

For Legal Services Rendered Through 04/30/09 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.
SUITE 700
1350 I STREET, N.W.
WASHINGTON, D.C. 20005-3311

Curtis Bay RCRA 2

04/15/09	P. Marks	1.20	Evaluate follow-up EPA request; conference with L. Duff re same.
04/16/09	P. Marks	0.70	Prepare for and conduct telephone conference with team re preparation of response to EPA.
04/17/09	P. Marks	0.60	Evaluate draft response.
04/19/09	P. Marks	1.60	Review comments from expert, prepare edit to response to EPA, and follow-up emails.
04/20/09	P. Marks	1.80	Email exchanges with client team and telephone conference re preparation of response to EPA, and evaluate same.

Total Hours : 5.90

Total Fees : \$2,478.00

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VOICE # 129309

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Time Summary:

	Hours Worked	Billed Per Hour	Bill Amount
P. Marks	5.90	\$420.00	\$2,478.00

Total Fees : \$2,478.00

TOTAL DUE : \$2,478.00